

**IN THE UNITED STATES DISTRICT COURT  
FOR THE WESTERN DISTRICT OF WISCONSIN**

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NORTHERN STATES POWER COMPANY,  
a Wisconsin corporation,

Plaintiff,

Case No. 12-cv-602

v.

THE CITY OF ASHLAND, WISCONSIN;  
ASHLAND COUNTY, WISCONSIN;  
SOO LINE RAILROAD COMPANY;  
WISCONSIN CENTRAL, LTD.; and  
L.E. MYERS COMPANY,

Defendants.

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**ORDER FOR JUDGMENT**

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This matter comes before the Court on the Joint Motion for Determination of Good Faith Settlement submitted by Plaintiff Northern States Power Company, a Wisconsin corporation ("NSPW"), and Defendants Soo Line Railroad Company ("Soo Line") and Wisconsin Central, Ltd. ("WCL"). The motion is supported by the parties' Memorandum in Support of Joint Motion for Determination of Good Faith Settlement (Docket No. 339) and the Declaration of Mary Rose Alexander (Docket No. 340). Based on the parties' submittals, and all of the files, records, and proceedings in this action, the Court hereby grants the Joint Motion for Determination of Good Faith Settlement and orders as follows:

1. The Settlement Agreement and Release, dated November 6, 2014, among NSPW, Soo Line and WCL (the "Settlement Agreement") was entered into by these settling parties in good faith, and is fair, adequate, reasonable, and consistent with applicable law, including the Comprehensive Environmental Response, Compensation and Liability Act ("CERCLA"), 42 U.S.C. §§ 9601 *et seq.*, and is hereby approved.

2. All claims asserted by NSPW against either Soo Line or WCL in this action are hereby dismissed with prejudice.

3. All counterclaims asserted by either Soo Line or WCL in this action against NSPW are hereby dismissed with prejudice.

4. All cross-claims asserted by either Soo Line or WCL against any other Defendants in this action are hereby dismissed with prejudice, and all cross-claims asserted by any other Defendants in this action against Soo Line or WCL are dismissed with prejudice.

5. Soo Line and WCL are dismissed as parties from this action.

6. Pursuant to the terms of the Settlement Agreement, this Order provides Soo Line and WCL, and each of their respective parents, affiliates, subsidiaries, directors, employees, predecessors, successors, and assigns, with all the protection granted by CERCLA and other applicable federal and state law against any other actions or claims in the nature of contribution, including, but not limited to, claims under CERCLA §§ 113 and/or 107 and Wisconsin statutory or common law that are, have been, or in the future might be asserted by NSPW or any other person or party concerning any and all matters involving the investigation, remediation, or other response with respect to the Site, which for purposes of this Order shall include both the "Site" and "Site-Affected Areas" as defined in the Settlement Agreement, except that nothing in this paragraph 6 shall affect or limit (i) the reservation rights of the United States under Section 28 of

the Consent Decree among the United States of America, NSPW, Soo Line and WCL (the "2014 Consent Decree") approved by this Court in the action captioned *United States v. Soo Line R.R. Co. and Wisconsin Central, Ltd., Case No. 3:15-cv-00059*, or (ii) the mutual releases and covenants set forth in paragraphs 3 and 4 the Settlement Agreement.

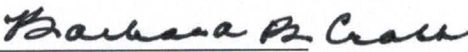
7. The settlement sum of \$10.5 million to be paid in aggregate by Soo Line and WCL, pursuant to the terms of the Settlement Agreement and 2014 Consent Decree, shall be subtracted on a *pro tanto* basis from any liability of the non-settling Defendants in this action if those non-settling Defendants are subsequently determined to have liability at trial.

8. Nothing in this Order precludes or affects the claims or rights, if any, that WCL or Soo Line may have against each other in connection with the Site.

9. There is no just reason for delay, and accordingly, Judgment shall be entered forthwith and without delay in accordance with this Order.

LET JUDGMENT BE ENTERED ACCORDINGLY AND WITHOUT DELAY.

BY THE COURT

  
The Honorable Barbara B. Crabb  
United States District Judge

*April 8, 2015*